

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	: Case No. 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
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**NOTICE OF TRANSFER OF CLAIM PURSUANT TO FEDERAL RULE OF  
BANKRUPTCY PROCEDURE 3001(e)**

PLEASE TAKE NOTICE that all right, title and interest in and to the claim described  
below has been transferred:

1. Person or entity to whom the claim has been transferred ("Substitute Creditor"):

Name: FIG LLC  
1345 Avenue of the Americas  
New York, NY 10105  
(212) 798-6100

2. Type of Claim: ☐ Secured ☐ Priority ☒ General Unsecured

3. Amount of Claim: \$8,500,000.00

4. Date of Filing Proof of Claim: September 22, 2009

5. Claims Docket Number: 27981

6. Date of Transfer of Claim: January 20, 2010

7. Person or entity who filed the claim ("Original Creditor"):

Mr. Jarett Wait  
1345 Avenue of the Americas  
New York, NY 10105  
(212) 798-6100

8. Attorney (if any) for Original Creditor, as set forth on Proof of Claim:

N/A

9. A true and correct copy of the Proof of Claim originally filed is attached hereto as

**Exhibit A**. True and correct copies of the documents evidencing the transfer of the claim are attached as **Exhibit B**.


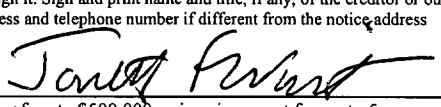
10. The Original Creditor has waived its rights, pursuant to Federal Rule of Bankruptcy Procedure 3001(e) (“Rule 3001(e)”), to receive from the Clerk of the Court notice of filing or right to a hearing as may be imposed by Rule 3001(e).

Dated the 1st day of February, 2010.

/s/ Suzanne D.T. Lovett

Suzanne D.T. Lovett, Esq.  
Skadden, Arps, Slate, Meagher & Flom LLP  
Four Times Square  
New York, NY 10036  
Telephone: 212.735.3000  
Facsimile: 917.777.2689  
E-mail: [Suzanne.Lovett@skadden.com](mailto:Suzanne.Lovett@skadden.com)  
*Attorney for Fortress Investment Group, LLC*

## **EXHIBIT A**

<b>United States Bankruptcy Court/Southern District of New York</b> Lehman Brothers Holdings Claims Processing Center c/o Epiq Bankruptcy Solutions, LLC FDR Station, P.O. Box 5076 New York, NY 10150-5076		<b>PROOF OF CLAIM</b>	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP)      0000027981	
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.		 <b>THIS SPACE IS FOR COURT USE ONLY</b>	
<small>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)</small>		<div><input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.</div> <div><b>Court Claim Number:</b> _____ (If known)</div> <div><b>Filed on:</b> _____</div>	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) Mr. Jarett Wait c/o FIG LLC 1345 Avenue of the Americas, 47th Floor New York, NY 10105			
Telephone number: 212-798-6100      Email Address: jwait@fortress.com			
Name and address where payment should be sent (if different from above)		<div><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.</div> <div><input type="checkbox"/> Check this box if you are the debtor or trustee in this case.</div>	
Telephone number: _____      Email Address: _____		<div><b>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a).</b> If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim:  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input checked="" type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____).  <b>Amount entitled to priority:</b> \$ _____</div>	
<b>1. Amount of Claim as of Date Case Filed:</b> \$ no less than \$8,500,000 If all or part of your claim is secured, complete Item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete Item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9), complete Item 6. <input type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* <b>*IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED.</b> <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on <a href="http://www.lehman-claims.com">http://www.lehman-claims.com</a> if claim is based on a Derivative Contract or Guarantee.			
<b>2. Basis for Claim:</b> See addendum (See instruction #2 on reverse side.)			
<b>3. Last four digits of any number by which creditor identifies debtor:</b> N/A <b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a on reverse side.)			
<b>4. Secured Claim</b> (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ <b>Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____</b>			
<b>6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. § 503(b)(9):</b> \$ _____ (See instruction #6 on reverse side.)			
<b>7. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. <b>8. Documents:</b> Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. <b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b> If the documents are not available, please explain: See addendum			
Date: 9/22/09	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any. 	<div style="border: 2px solid black; padding: 10px; margin: 0 auto; width: 80%;">FOR COURT USE ONLY <b>FILED / RECEIVED</b> <b>SEP 22 2009</b> <b>EPIQ BANKRUPTCY SOLUTIONS, LLC</b></div>	
<b>Penalty for presenting fraudulent claim:</b> Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re :

: Chapter 11

LEHMAN BROTHERS HOLDINGS INC., *et al.*, :

: Case No. 08-13555 (JMP)

Debtors. :

: (Jointly Administered)  
----- X

**ADDENDUM TO PROOF OF CLAIM**

Jarett Wait (the "Claimant") hereby asserts a claim (the "Claim") against Lehman Brothers Holdings Inc. ("LBHI"), a debtor and debtor-in-possession in the above-captioned bankruptcy cases, as set forth in the attached official proof of claim form, supplemented by this addendum (together, the "Proof of Claim").

**Background**

1. On September 15, 2008 (the "LBHI Petition Date"), LBHI and certain of its affiliates filed voluntary petitions under chapter 11 of title 11 of the United States Code, as amended (the "Bankruptcy Code").
2. Claimant and LBHI are parties to an agreement dated June 2, 2008 and revised September 11, 2008 (the "Separation Agreement") whereby LBHI agreed to pay Claimant separation payments in amounts and installments as set forth in the agreement.
3. LBHI has failed to pay any amounts under the Separation Agreement.
4. Upon information and belief, no judgment has been rendered on the Claim.
5. Upon information and belief, no portion of the Claims is subject to any setoffs, defenses or counterclaims by LBHI.

6. The Separation Agreement has a confidentiality provision. Accordingly, Claimant does not attach a copy of the Separation Agreement herewith, but will provide it to LBHI or its attorneys upon written request.

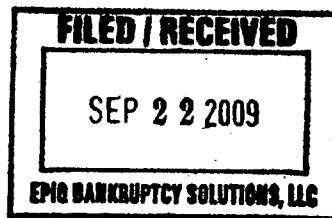
**Reservations of Rights**

7. The Claimant reserves the right to: (a) amend, update, or supplement this Proof of Claim (including, without limitation, to add additional amounts due and owing) at any time and in any respect; and (b) file additional proofs of claim.

8. By filing this Proof of Claim, the Claimant: (a) does not submit to the jurisdiction of this Court for any purpose other than with respect to this Proof of Claim; (b) does not waive (and expressly reserves) all of its procedural and substantive defenses, counterclaims and objections (including without limitation, the right of setoff, recoupment or any similar right, remedy or defense) to any objection to the Claim or any claim that may be asserted against the Claimant by the Debtors, their estates, any successor to the Debtors, or any other person, including, without limitation, any defense based upon the lack of jurisdiction of this Court to entertain any such claim; (c) does not waive (and expressly reserves) any right to any security held by or on behalf of the Claimant or any right of the Claimant to claim specific assets or any other claim, right, or right of action that the Claimant has or might have against the Debtors, their estates, any successor to the Debtors, or any other person, whether such claim, right, or right of action arises prior to, upon, or after the Petition Date; and (d) does not waive (and expressly reserves) any and all other rights that the Claimant may have pursuant to applicable law or agreement.

9. Nothing contained in this Proof of Claim shall be deemed an admission by the Claimant. The Claimant expressly reserves the right to withdraw this Proof of Claim as if it had never been filed.

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Paul Kunkley  
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TIME



## **EXHIBIT B**

## TRANSFER OF CLAIM

For value received, the adequacy and sufficiency of which are hereby acknowledged, **JARETT WAIT** (the “Assignor”) hereby unconditionally and irrevocably sells, transfers and assigns to **FIG LLC** (the “Assignee”), all of the Assignor’s right, title, interest, claims and causes of action in and to, or arising under or in connection with the Assignor’s claims set forth in *Proof of Claim Number 27981* in an amount of \$8,500,000.00 (the “Assigned Claim”), against Lehman Brothers Holdings Inc. (the “Debtor”), the debtor-in-possession in Case No. 08-13555 (jointly administered) under Chapter 11 of the Bankruptcy Code (11 U.S.C. § 101 et. seq.) (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), and any and all other proofs of claim filed by the Assignor with the Bankruptcy Court in respect of the Assigned Claim.

The Assignor hereby waives any objection to the transfer of the Assigned Claim to the Assignee on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. The Assignor acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to the Assignor transferring to the Assignee the Assigned Claim and recognizing the Assignee as the sole owner and holder of the Assigned Claim for all purposes, including, without limitation, voting and distribution purposes. The Assignor further directs the Debtor, the Bankruptcy Court and all other interested parties that all further notices relating to the Assigned Claim and all payments or distributions of money or property in respect of the Assigned Claim, shall be delivered or made to the Assignee.

[Signatures Follow]

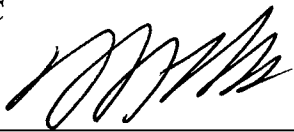
IN WITNESS WHEREOF, the undersigned have duly executed this Evidence of Transfer of Claim on January 25, 2010.

Jarett Wait

  
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Agreed to and accepted by:

FIG LLC

By:   
\_\_\_\_\_  
David N. Brooks  
General Counsel, Secretary and Vice President